PRUDENTIAL FINANCIAL INC

Form 4

March 02, 2007

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

03/01/2007

(Print or Type I	Responses)											
1. Name and A STRANGFI	2. Issuer Name and Ticker or Trading Symbol PRUDENTIAL FINANCIAL INC [(PRU)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) (1 ENTIAL FINAN BROAD STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007						Director 10% Owner Sofficer (give title Other (specify below) Vice Chairman			
NEWARK,	4. If Ame Filed(Mon			ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Nor	n-D	erivative S	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed			etio	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	rrities Ownership Indirect eficially Form: Direct Beneficial ed (D) or Ownershi owing Indirect (I) (Instr. 4) orted (Instr. 4) ssaction(s)		
Common Stock	03/01/2007			Code M	V	Amount 22,720	(D)	Price \$ 32	(Instr. 3 and 4) 88,757	D		
Common Stock	03/01/2007			S <u>(1)</u>		200	D	\$ 90.75	88,557	D		
Common Stock	03/01/2007			S		500	D	\$ 90.7	88,057	D		
Common Stock	03/01/2007			S		500	D	\$ 90.63	87,557	D		

S

500

D

87,057

D

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Common Stock					\$ 90.62			
Common Stock	03/01/2007	S	400	D	\$ 90.6	86,657	D	
Common Stock	03/01/2007	S	300	D	\$ 90.56	86,357	D	
Common Stock	03/01/2007	S	500	D	\$ 90.5	85,857	D	
Common Stock	03/01/2007	S	1,000	D	\$ 90.4	84,857	D	
Common Stock	03/01/2007	S	2,100	D	\$ 90.31	82,757	D	
Common Stock	03/01/2007	S	2,000	D	\$ 90.2	80,757	D	
Common Stock	03/01/2007	S	1,000	D	\$ 90.14	79,757	D	
Common Stock	03/01/2007	S	2,000	D	\$ 90.05	77,757	D	
Common Stock	03/01/2007	S	1,000	D	\$ 90	76,757	D	
Common Stock	03/01/2007	S	5,000	D	\$ 89.84	71,757	D	
Common Stock	03/01/2007	S	4,000	D	\$ 89.76	67,757	D	
Common Stock	03/01/2007	S	1,720	D	\$ 89.74	66,037 (2)	D	
Common Stock						775 <u>(3)</u>	I	By 401(k)
Common Stock						539 (4)	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				(D)	sposed of :. 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to	\$ 32	03/01/2007	M			22,720	<u>(5)</u>	12/18/2012	Common Stock	22,720

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRANGFELD JOHN R JR C/O PRUDENTIAL FINANCIAL, INC. 751 BROAD STREET, 4TH FLOOR NEWARK, NJ 071023777

Vice Chairman

Signatures

buy)

By: /s/ Kathleen M. Gibson, Attorney-in-fact 03/02/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 5, 2006.
- Following the transactions reported on this Form 4, the reporting person continues to hold 66,037 shares directly and 775 shares indirectly through the 401(k). The reporting person also holds an additional 20,988 shares in the deferred compensation plan, 336,651 vested stock options, 145,738 unvested stock options and 77,123 target performance shares (the exact number of performance shares awarded being dependent on achievement of performance goals).
- (3) Beneficial ownership includes shares acquired under The Prudential Employee Savings Plan which are exempt transactions pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B).
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (5) The option vested in three equal annual installments on December 18, 2003, 2004 and 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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